

**From:** Amy Brownell

**Sent:** Monday, November 8, 2010 4:10 PM

**To:** Andrea Bruss; Barry.Steinberg@KutakRock.com; Celena Chen; cynthia.evanko@aon.com; dcshipman@treadwellrollo.com; drathnayake@mactec.com; Elaine Warren; erickahailstockejohnson@paulhastings.com; gejohnson@treadwellrollo.com; george.schlossberg@kutakrock.com; gordonhart@paulhastings.com; Gregory\_Schilz@aon.com; JAB@BCLTLAW.com; JAustin@Geosyntec.com; jeff.giangiuli@calibresys.com; jill.bensen@ch2m.com; JJFenton@mactec.com; Cummins, John M CIV NAVFAC SW; Forman, Keith S CIV OASN (EI&E), BRAC PMO West; Leslie.Lundgren@CH2M.com; LRHENDRY@mactec.com; Kito, Melanie R CIV NAVFAC SW; RBrandt@Geosyntec.com; Callaway, Rex CIV NAVFAC SW; sreinis@treadwellrollo.com; stephen.proud@lennar.com; steve.hall@ttemi.com; Suzanne.Hudson@lennar.com; Thor Kaslofsky; Tiffany Bohee; tim.mower@ttemi.com; Victor Pappalardo

**Subject:** Re: insurance powerpoint final

**Attachments:** Insurance Meeting 110810 v2.pdf

fyi

final version of presentation as presented today - but converted to PDF

two small errors fixed

1) bubble slide with the word

NAV  
Y

was changed to NAVY

2) spelled out Risk Management Plan on slide 49

please note: the bookmarks or tags are behaving strangely on my machine so it doesn't page through correctly when you review and hit page down  
Go to Pages and click through and you can see it correctly

if anyone wants it sent as 10MB+ powerpoint document let me know

thanks,  
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11/05/2010 05:28 PM  
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Subject

Re: insurance powerpoint final  
(Document link: Amy Brownell)

Please see attached final insurance powerpoint that we will use on Monday

if you have any minor edits - send them to me, Dharme and Ray and I'll edit  
over weekend

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11/04/2010 08:40 AM  
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Subject

Re: insurance powerpoint review  
call - tomorrow Thursday, November  
4 at 3:30 pm?(Document link: Amy  
Brownell)

see attached some additional individual slides that will be inserted into the presentation.

will send complete presentation revision after we receive all remaining slides and make edits during our call this afternoon

revision to Navy Parcel B sampling point slide  
Mactec drainage and revetment slides

thanks,  
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11/03/2010 04:40 PM Andrea Bruss/MAYOR/SFGOV@SFGOV,  
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Subject

Re: insurance powerpoint review  
call - tomorrow Thursday, November  
4 at 3:30 pm?(Document link: Amy  
Brownell)

Hi everyone:

Here's our latest draft of insurance slides. We are still missing and will  
insert when ready:

some drawing/plan views as noted in Dharme's Scope section  
Gordon's early transfer slides

Please note - although we talked about consolidating all of the RD Scope  
slides - Mactec would prefer leaving them as attached because it flows well  
with the scope tables that were sent to insurers. When Dharme presents and  
gets to the Parcel G slides - like the durable cover slide - he'll just say  
it includes same info as Parcel B durable cover slide and move on.

if you have any small edits - misspelled words or want different order for  
your pretty pics - just send note back to all of us on email and we'll fix

if you have any major edits or want to reorder large pieces - you can send  
on email and we should also talk about it on our call at 3:30 pm tomorrow

we'll use my call-in number  
877-213-9444  
code - 231841

thanks,  
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11/03/2010 12:09 PM  
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Subject

insurance powerpoint review call  
- tomorrow Thursday, November 4 at  
3:30 pm?(Document link: Amy  
Brownell)

I need to cancel the 2:30 pm call today because you haven't seen anything yet...

We anticipate that we'll send revised presentation by end of today

Can we try to have a call at 3:30 pm tomorrow?

let me know if that works for you

thanks  
amy

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To

10/27/2010 09:28 AM  
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Subject  
Re: insurance powerpoint(Document  
link: Amy Brownell)

good group editing session yesterday everyone

keep working on your edits - please send edits to dharme and I no later  
than Friday, October 29 - we'll revise presentation and send out to whole  
group

we've scheduled a conference call on Wednesday, November 3 at 2:30 pm to  
discuss any remaining issues or edits - please hold the time on your  
calendar - however it is likely that not everyone will be needed on call

call-in number and more info will be sent prior to call

thanks,  
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Subject  
insurance rehearsal powerpoint

Navy friends:

please see attached current draft of the insurance presentation that we'll  
be working on tomorrow

we'll be making more edits in the morning so we'll have the latest updates  
available at the meeting

But thought you might want something to look at on your plane ride

see you at 1 pm

thanks,  
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[attachment "Parcel BG Insurance Meeting 10\_26\_10 Draft for rehearsal v2.ppt" deleted by Amy Brownell/DPH/SFGOV]

[attachment "Insurance Meeting 11\_03\_10 Draft.ppt" deleted by Amy Brownell/DPH/SFGOV]

[attachment "parcel\_B\_samps\_and\_excvtns Update for insert in PP.pdf" deleted by Amy Brownell/DPH/SFGOV] [attachment "Drainage and revetment locations.ppt" deleted by Amy Brownell/DPH/SFGOV]

[attachment "Insurance Meeting 110810.ppt" deleted by Amy Brownell/DPH/SFGOV]

(See attached file: Insurance Meeting 110810 v2.pdf)

# Hunters Point Shipyard Environmental Insurance Briefing to Support Early Transfer Parcels B and G

San Francisco, California



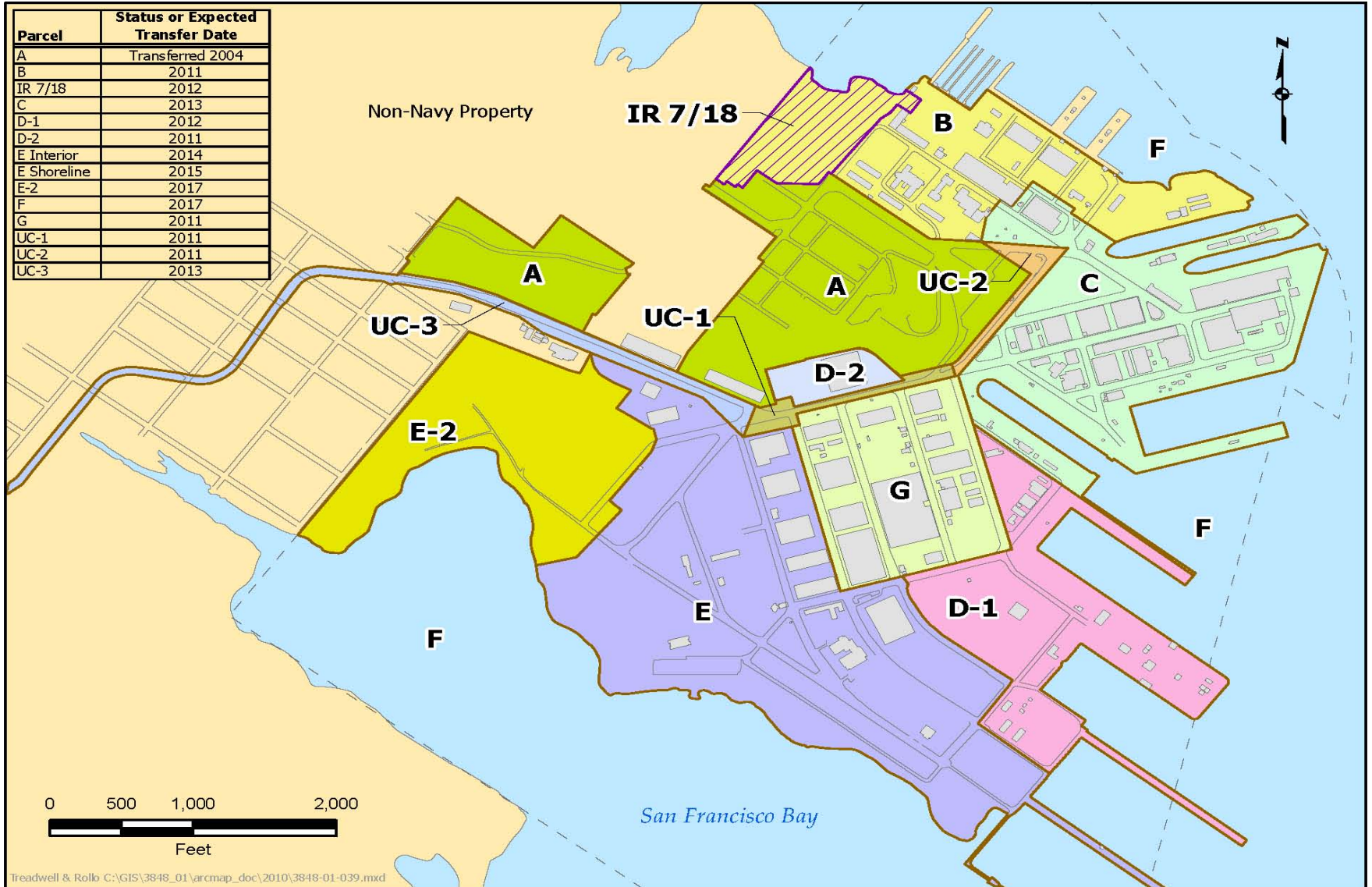
November 8, 2010

# Agenda

- Introduction
- Background
  - Site History
  - Current Status
- Development Plan
- Early Transfer Transaction
- Insured Scope of Work
  - Parcel B
  - Parcel G
  - Cost Summary
- Insurance Program
- Questions



# INTRODUCTION



# Key Stakeholders

- Navy – Current Property Owner
- San Francisco Redevelopment Agency – Local Redevelopment Agency
- CP Development Co., LP, A Lennar Affiliate – Site Developer
- MACTEC – Remediation Contractor under GFPR Contract
- USEPA – Lead Regulatory Agency for CERCLA
- DTSC/RWQCB – State Regulatory Agencies
- San Francisco Department of Public Health – Local Regulatory Agency

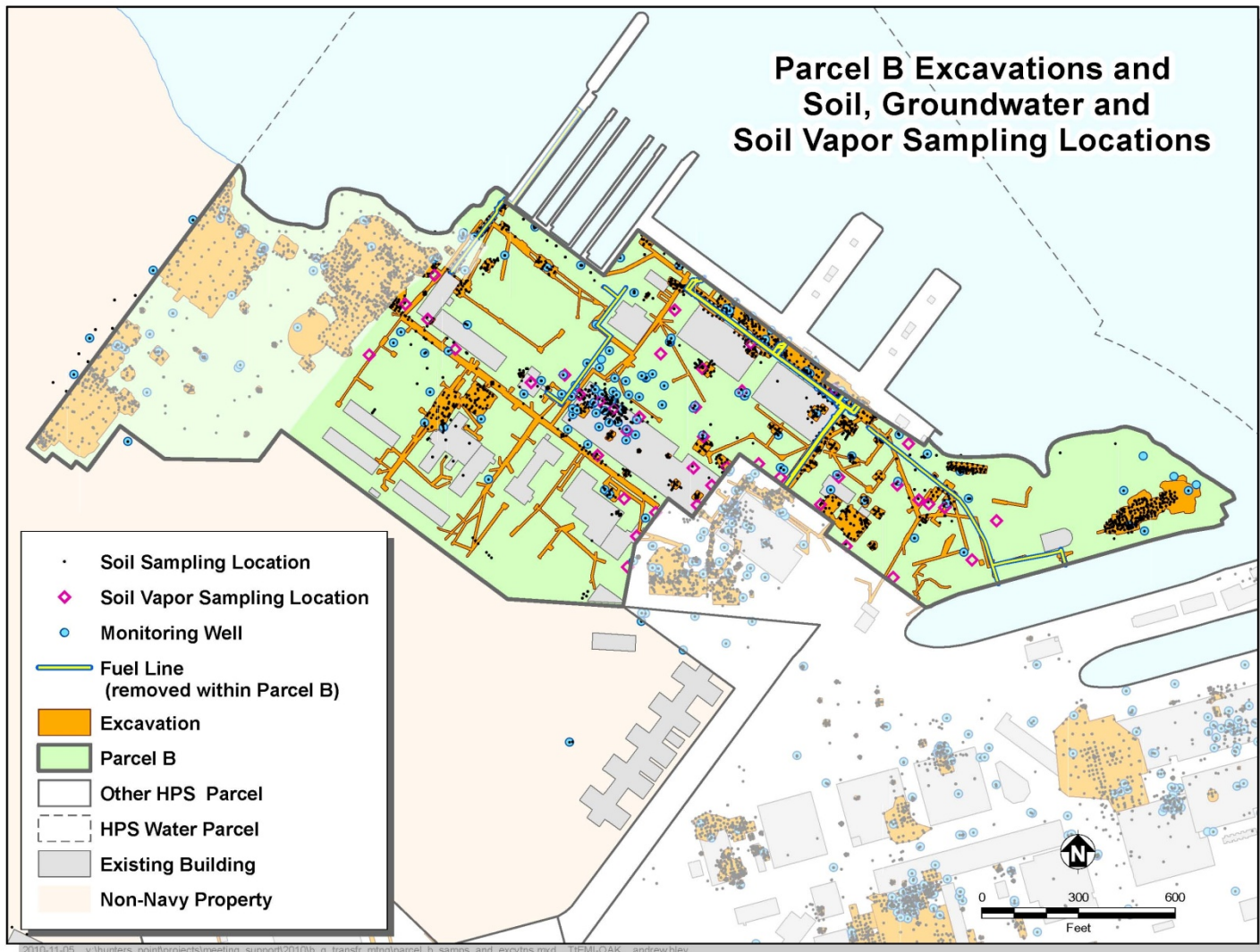
# BACKGROUND

# Site History

- Years of Operation and Site Milestones
  - 1870 – HPS established as a commercial shipyard
  - 1939 – Navy first acquires portions of HPS (48 acres and dry docks)
  - 1941 – Navy completes acquisition of HPS (11 days after Pearl Harbor)
  - 1974 – HPS deactivated by Navy and placed on “industrial reserve”
  - 1976 – HPS leased to a commercial enterprise, Triple A Machine Shop
  - 1986 – Triple A ceases HPS operations
  - 1989 – EPA adds HPS to the NPL
  - 1991 – HPS closed by the BRAC Commission
  - 1994 – HPS operationally closed
  - 1995 to present – CERCLA process ongoing
  - 1999 – Parcel A delisted
  - 2004 – Parcel A transferred to SFRA



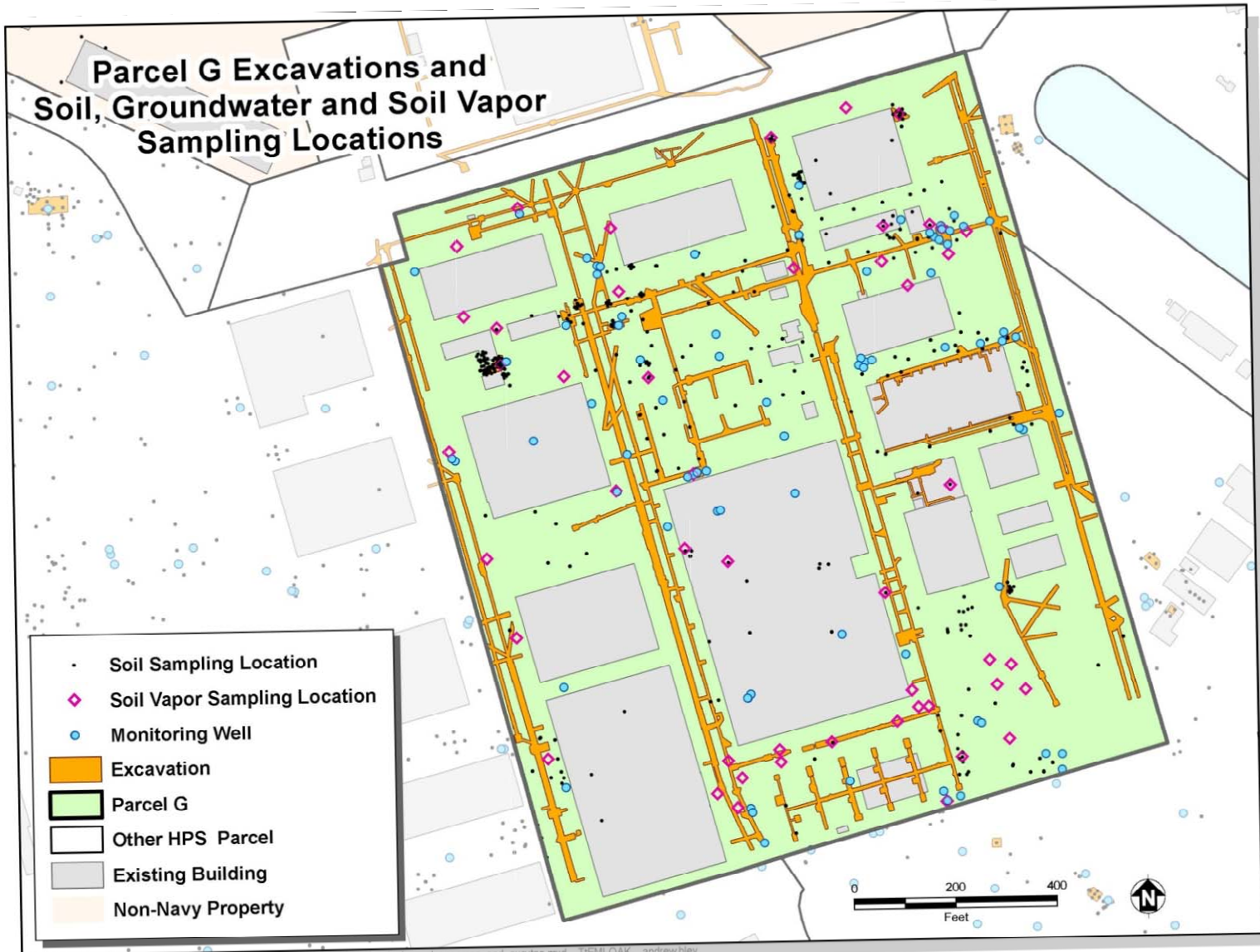
# Parcel B



# Site Conditions – Parcel B

- 40 acres, mostly fill
  - Fill was cut from adjacent natural hillside placed over bay mud (Parcel A is remnant hillside)
  - Most filling occurred between 1940 and 1945
- Most buildings built prior to 1947, and uses included:
  - Industrial uses – Industrial support for shipping, ship/submarine repair, electrical substations, dry-dock pumphouse, diesel and oil pumphouses, battery overhaul
  - Non-industrial uses - Mess Hall, officers' club, public toilet, training barracks, air raid shelter, police station and offices
- Buildings 114, 141, 142, and 157 have been demolished

# Parcel G

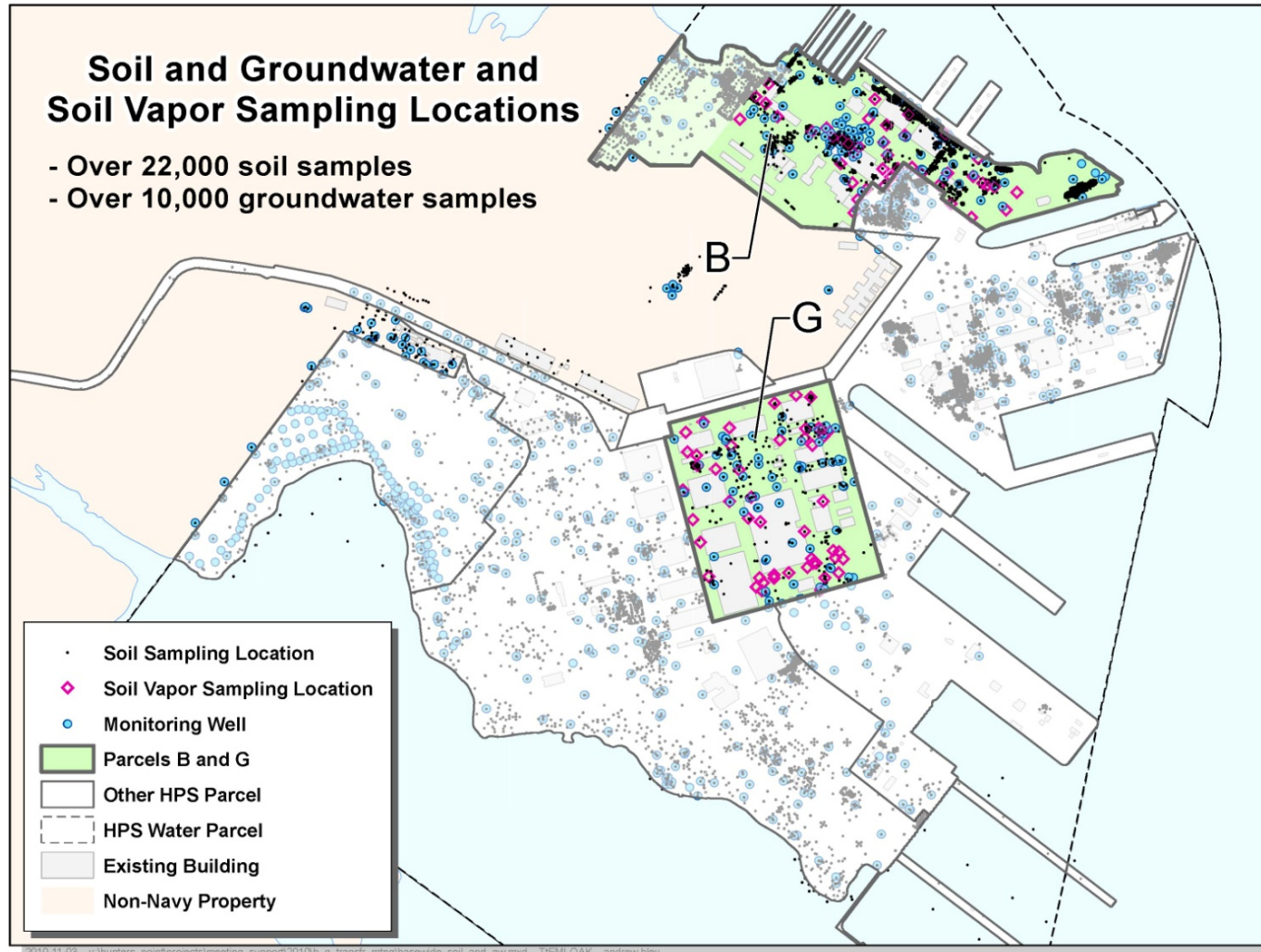


# Site Conditions – Parcel G

- 40 acres, mostly fill (like Parcel B )
  - Fill was cut from adjacent natural hillside placed over bay mud (Parcel A is remnant hillside)
  - Most filling occurred between 1940 and 1945
- Most buildings built prior to 1947, and uses included
  - Bldg 408 – Furnace smelter
  - Industrial and laboratory uses including – science laboratories and offices, research, waste collection, storage, shops for metals plating, automotive repair, welding and electronics, gas station
  - Non-industrial uses – Guard post, offices, small animal facility, change house, cafeteria, storage
- Buildings 317, 364 and 408 have been demolished



# Extensive B & G Soil and GW Investigation and Remediation



# Current Status

- Parcels B and G – Records of Decision (RODs)
  - Parcel B – January 2009
  - Parcel G – February 2009
  - Radiological work completed by Navy before transfer
  - Hot-spot soil removal completed by Navy before transfer
  - Petroleum Program completed by Navy before transfer
- Parcels B and G – Remedial Designs (RDs)
  - Completed and approved prior to transfer
  - Parcel B (November 2010)
  - Parcel G (October 2010)
  - Soil gas characterization completed to define Area Requiring Institutional Controls (ARICs)

# Regulatory Structure

- **Base Closure Team:** Navy, US EPA, DTSC, RWQCB
- **Federal Facilities Agreement for NPL Site:** Navy and US EPA jointly select remedy, decision documents approved by EPA, consulting with DTSC, RWQCB
- **After Early Transfer:** Implementation of previously selected remedies by SFRA team overseen by EPA, consulting with DTSC, RWQCB
- **Institutional Controls:** SF DPH reviews IC compliance as part of local permitting process

# DEVELOPMENT PROGRAM



# Development Plan

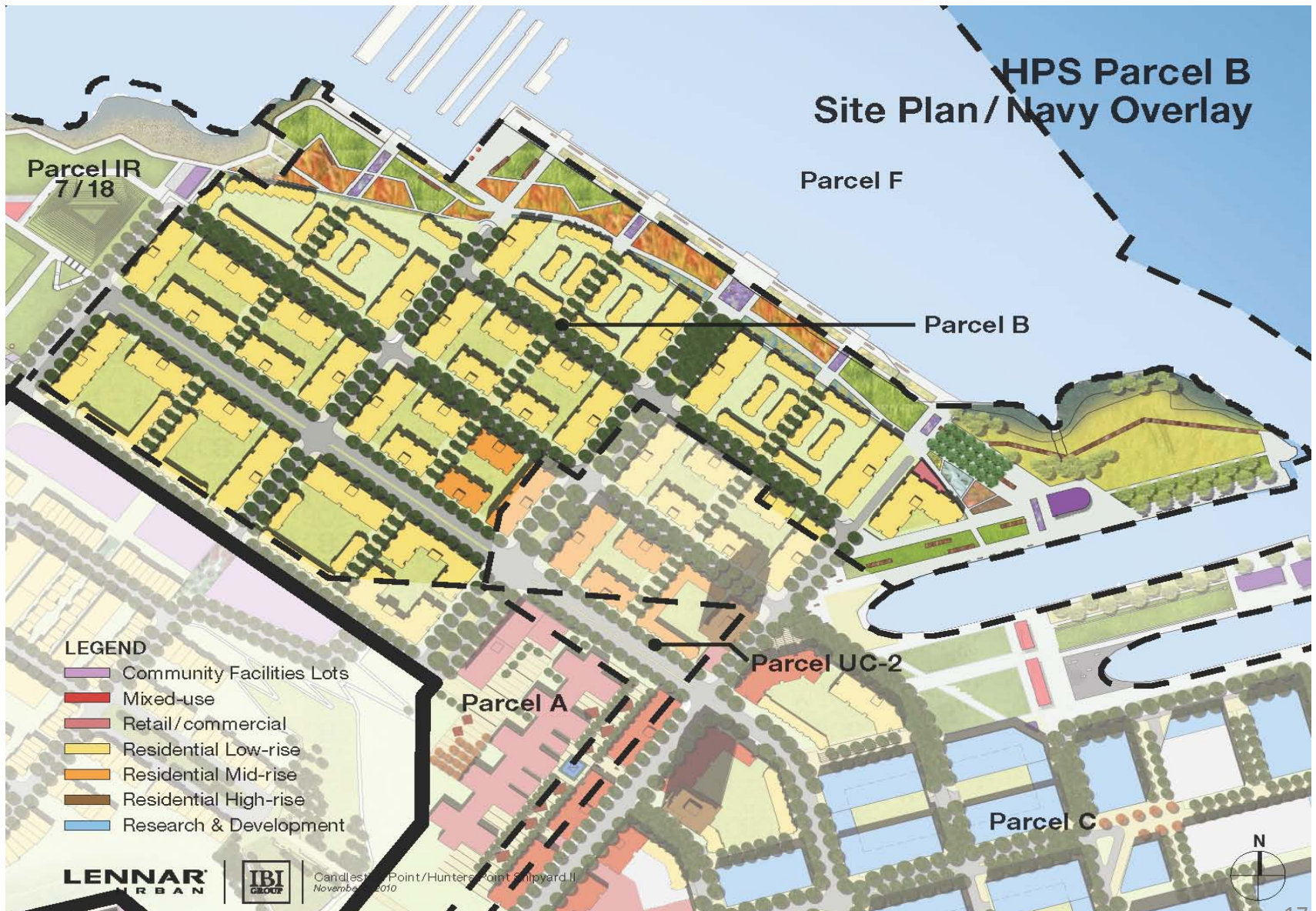
- All approvals for the Hunters Point Shipyard – Candlestick Point Project, including CEQA certification granted by SFRA, City commissions and Board of Supervisors in August 2010
- Parcel B – Residential, mixed-use, and Recreation
- Parcel G – Stadium or Mixed-use with Recreation/R&D/Industrial and Residential

# Land Use Program



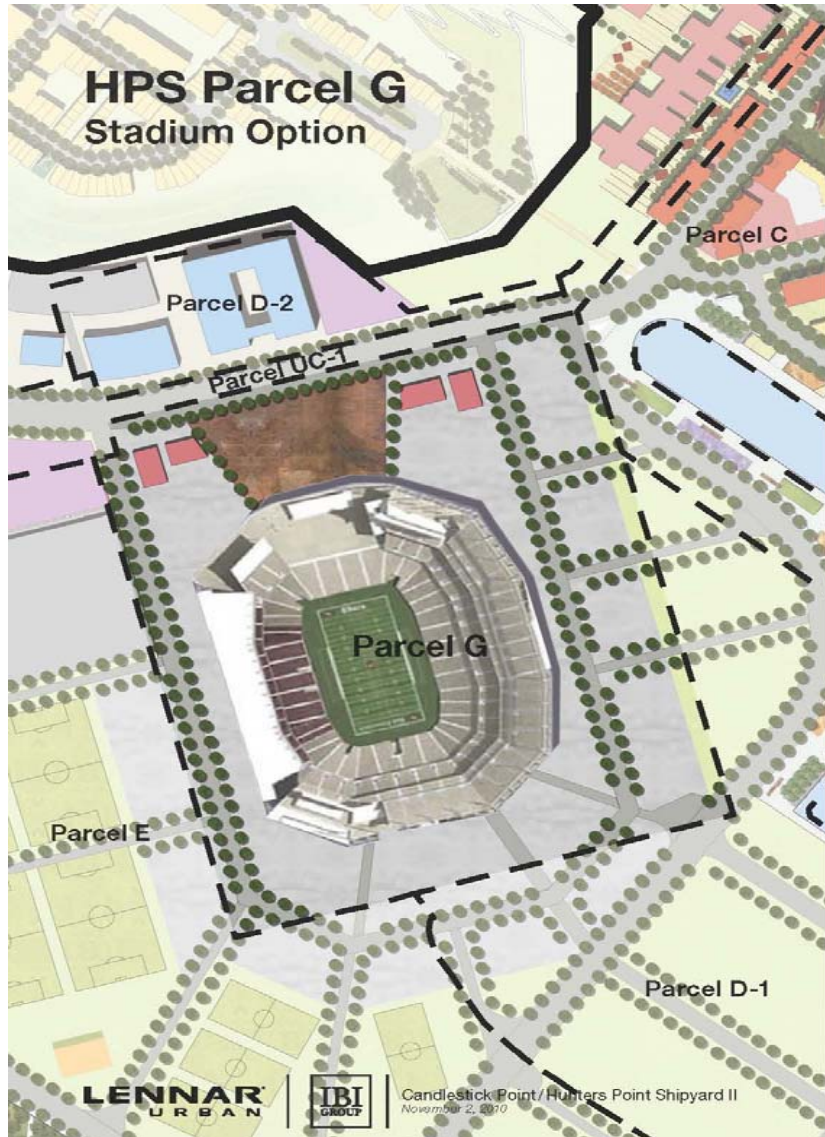


# Parcel B - Development Plan





# Parcel G - Development Plan





# View of Mixed Use Housing from Shipyard Hilltop



# Shipyard North Neighborhood on Parcel B





# Northside Park





# Shipyard Mixed Use Arts Plaza





# Shipyard Waterfront

Publicly Accessible Waterfront

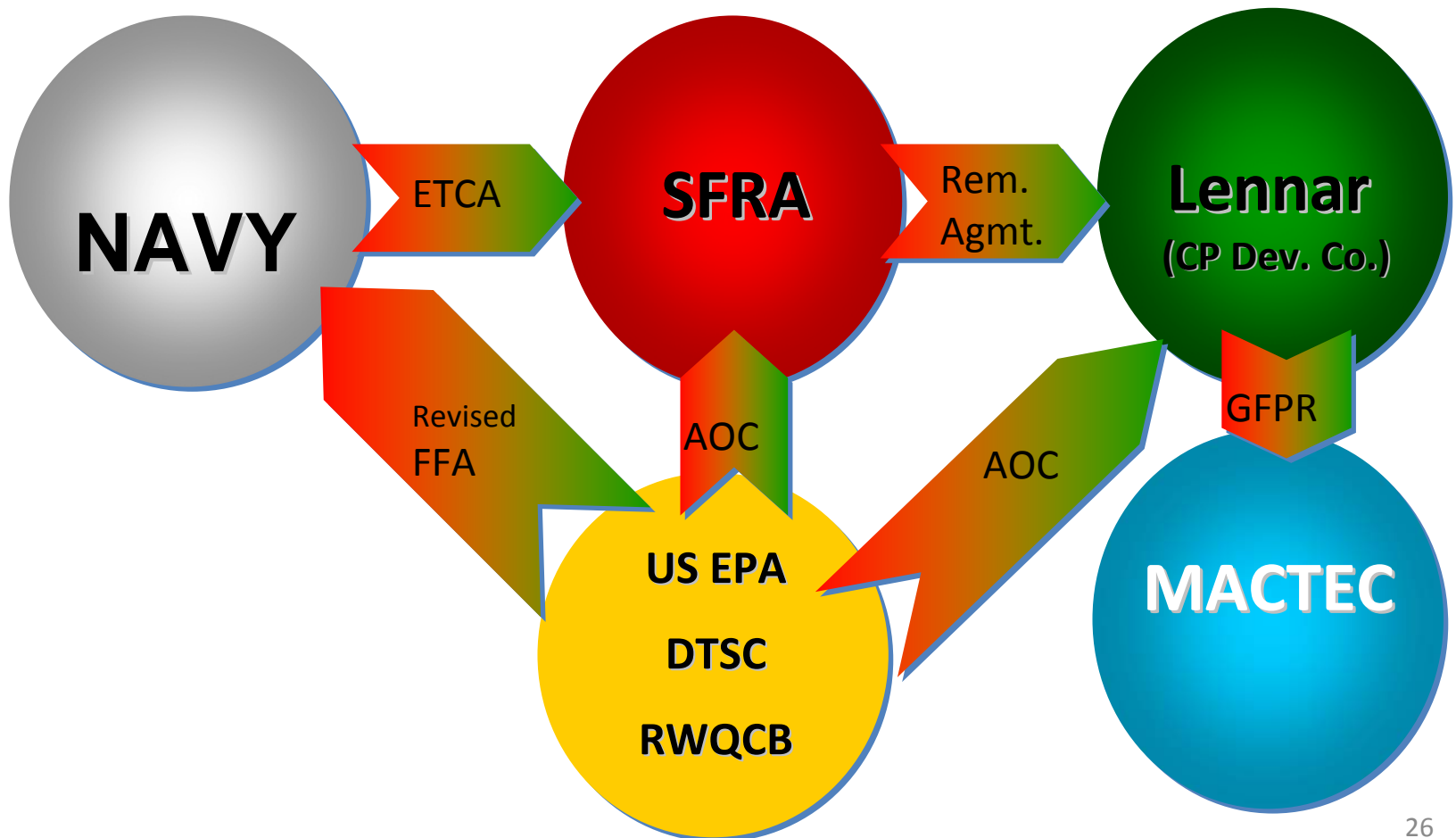


# EARLY TRANSFER TRANSACTION

# Basic Transaction Structure

- Parcel B and G to be transferred from Navy to SFRA via Finding of Suitability for Early Transfer (FOSET) and Covenant Deferral Request (CDR), upon approval of Governor and EPA Region 9
- SFRA to transfer B and G to Lennar (CP Dev. Co) in phases
- Parcel B and G cleanup responsibility to be transferred to SFRA under an Early Transfer Cooperative Agreement (ETCA)
- SFRA to pass-through cleanup responsibility to Lennar (CP Dev. Co) and then in turn to MACTEC
- Cleanup of Parcel B and G to be regulated by an Administrative Order on Consent (AOC)
- Navy's Federal Facility Agreement (FFA) to be Amended to support the ETCA / AOC effort

# Environmental Responsibility Transfer Documents



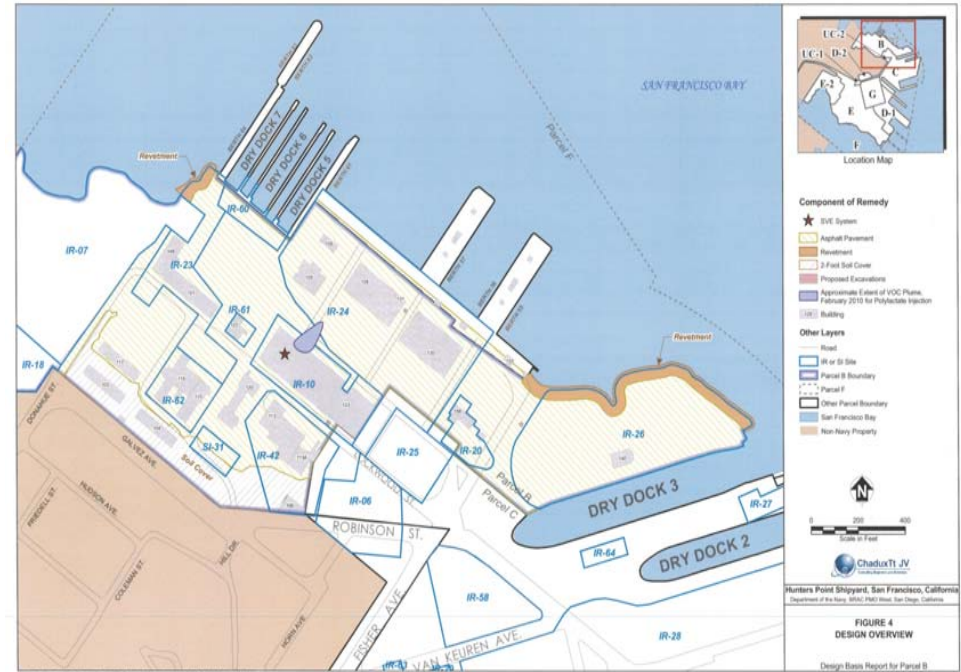
# Current Early Transfer Schedule - 2011

- January - Substantially complete ETCA, AOC, FFA, CRUP, bindable insurance quote
- February - 30-day FOSET Public Comment Period
- March - FOSET and other agreements finalized, Finalized Insurance Policy Language
- April 19 - Redevelopment Commission Approves AOC, ETCA, Remediation Agreement, etc.
- Mid July - Final AOC executed and Early transfer request to Governor and USEPA
- Early September - Governor and USEPA approve Early Transfer
- Mid-September - Deeds Executed and Bind Insurance

# INSURED SCOPE OF WORK

# Parcel B – RD Scope

- Soil Remedy
  - SVE in groundwater plume area
  - Soil Vapor Mitigation
  - Soil Hot spot excavation (completed)
- Groundwater Remedy
  - VOC – Polylactate Injection
  - Post injection Monitoring
- Durable Cover Installation
- Revetment Wall Installation
- Long-term O&M
- Institutional Controls
  - Soil Vapor Mitigation
  - RMP (Pre- and Post-RACR)
- Soil Gas Survey (completed)
- Remedial Design (RD) (completed)



# Parcels B & G - Insured Scope of Work

- Planning and Program Management
- Remedial Action Work Plan (RAWP)
- Remedial Action (RA)
  - Includes Long-term Monitoring, Maintenance and Reporting (LTMMR) – Years 1-10
- Remedial Action Completion Report (RACR)
- Public Involvement



# Task 5 – Parcel B - RA Components

- Task 5.1 – Soil Excavation (completed)
- Task 5.2 - Soil Vapor Extraction
- Task 5.3 - Groundwater Remediation
- Task 5.4 - Durable Cover
- Task 5.5 - Soil Vapor Control Technology
- Task 5.6 - Groundwater Metals – Organo Sulfur (completed)
- Task 5.7 – Groundwater Monitoring
- Task 5.8 - Monitoring Well Abandonment/Rehabilitation
- Task 5.9 - 5-Year reviews/Meetings
- Task 5.10 - TPH Program (completed)
- Task 5.11 - Shoreline Revetment
- Task 5.12 – Implementation of Institutional Controls

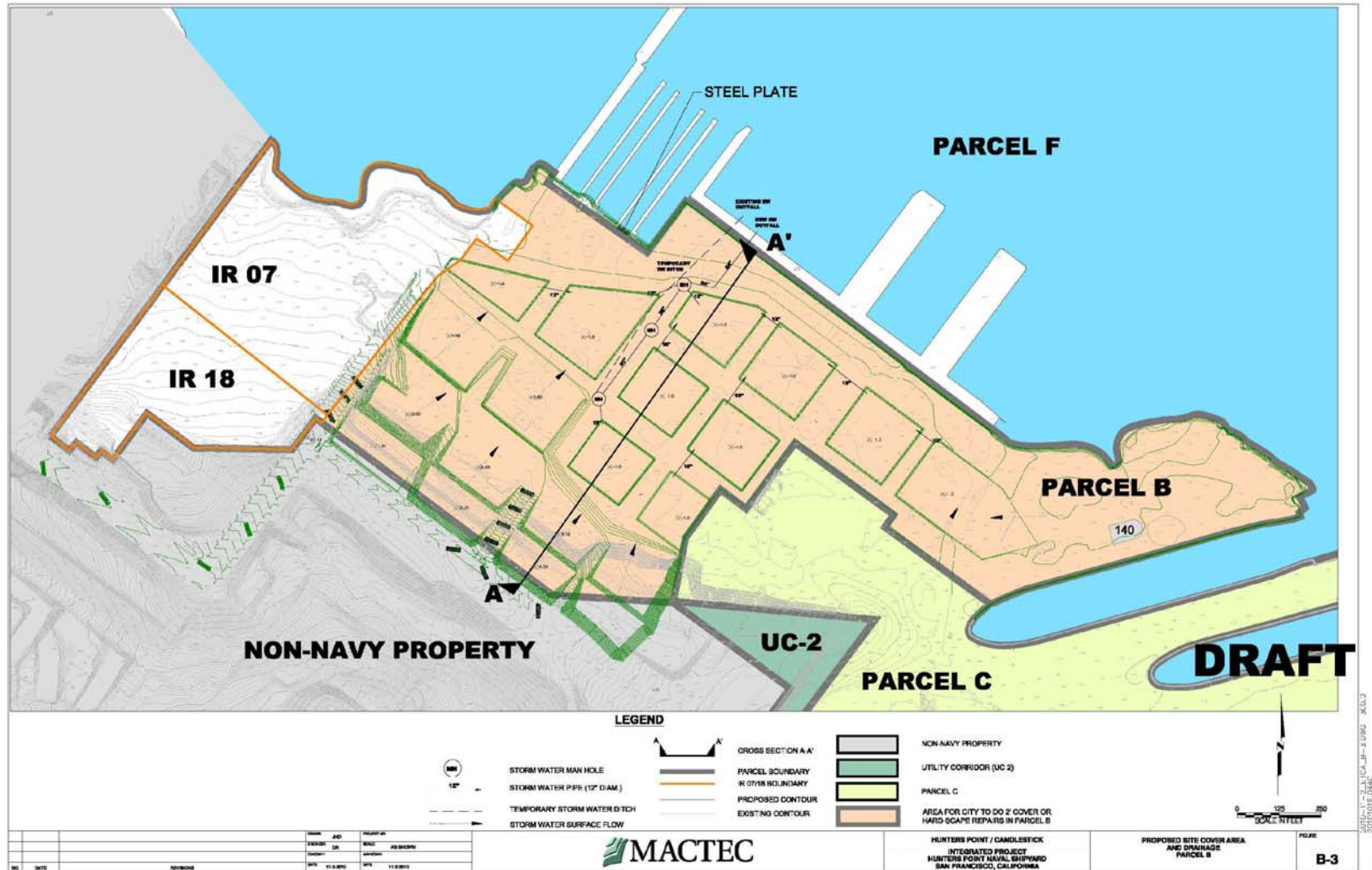
# Parcel B - Soil Remedy

- Soil Vapor Extraction
  - Expand IR-10 existing system
  - Install 3 additional wells
  - Operate until asymptotic levels (up to 1 year)
  - Dismantle
- Soil Vapor Control Technology (Mitigation Barrier)
  - Component of ROD, not part of insured program
  - ARIC defined prior to transfer
  - Remedy incorporated into building foundations

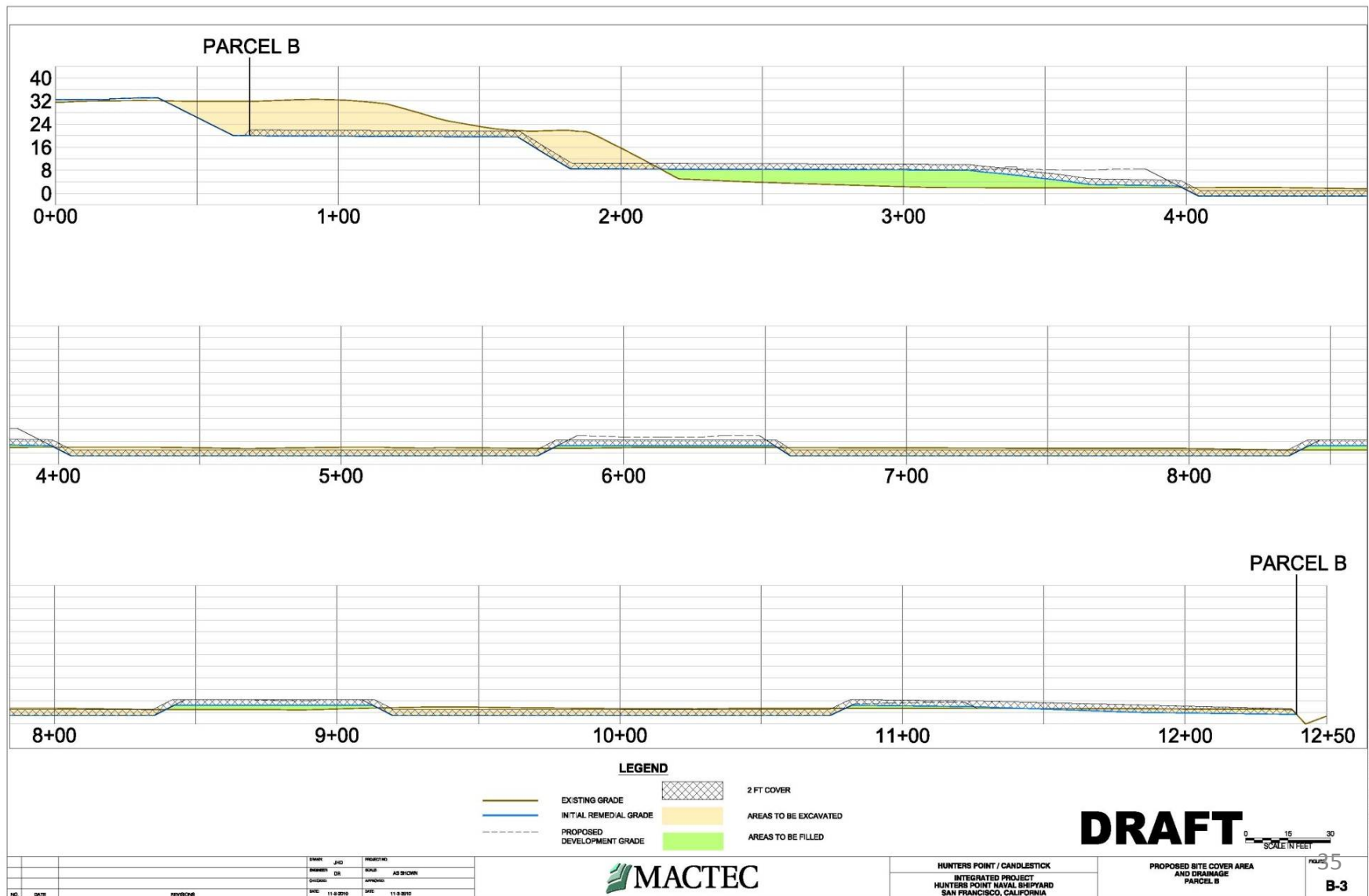
# Parcel B - Durable Cover

- Prevent Direct Exposure per ROD
  - 2-foot soil cover or
  - Hardscape (street, sidewalks, parking lots) or
  - Building foundations
- Implementation integrated with development
  - Re-grading of existing soils prior to cover placement
- Implementation within 7 years – AOC requirement
- Durable cover monitoring and maintenance
  - Annual inspection and reporting
  - Maintenance as necessary

# Parcel B – Durable Cover Grading



## Parcel B – Cross Section A-A'

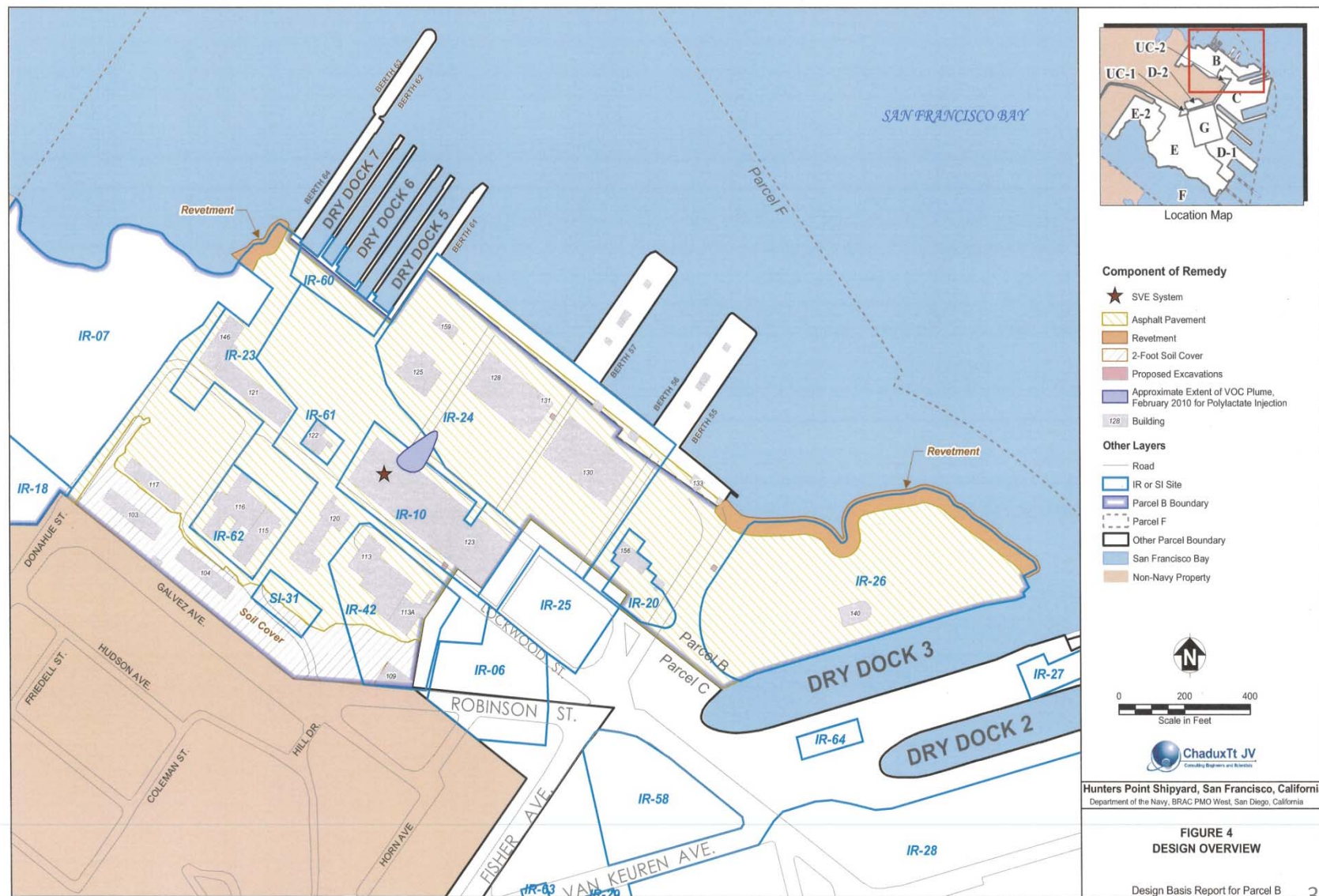




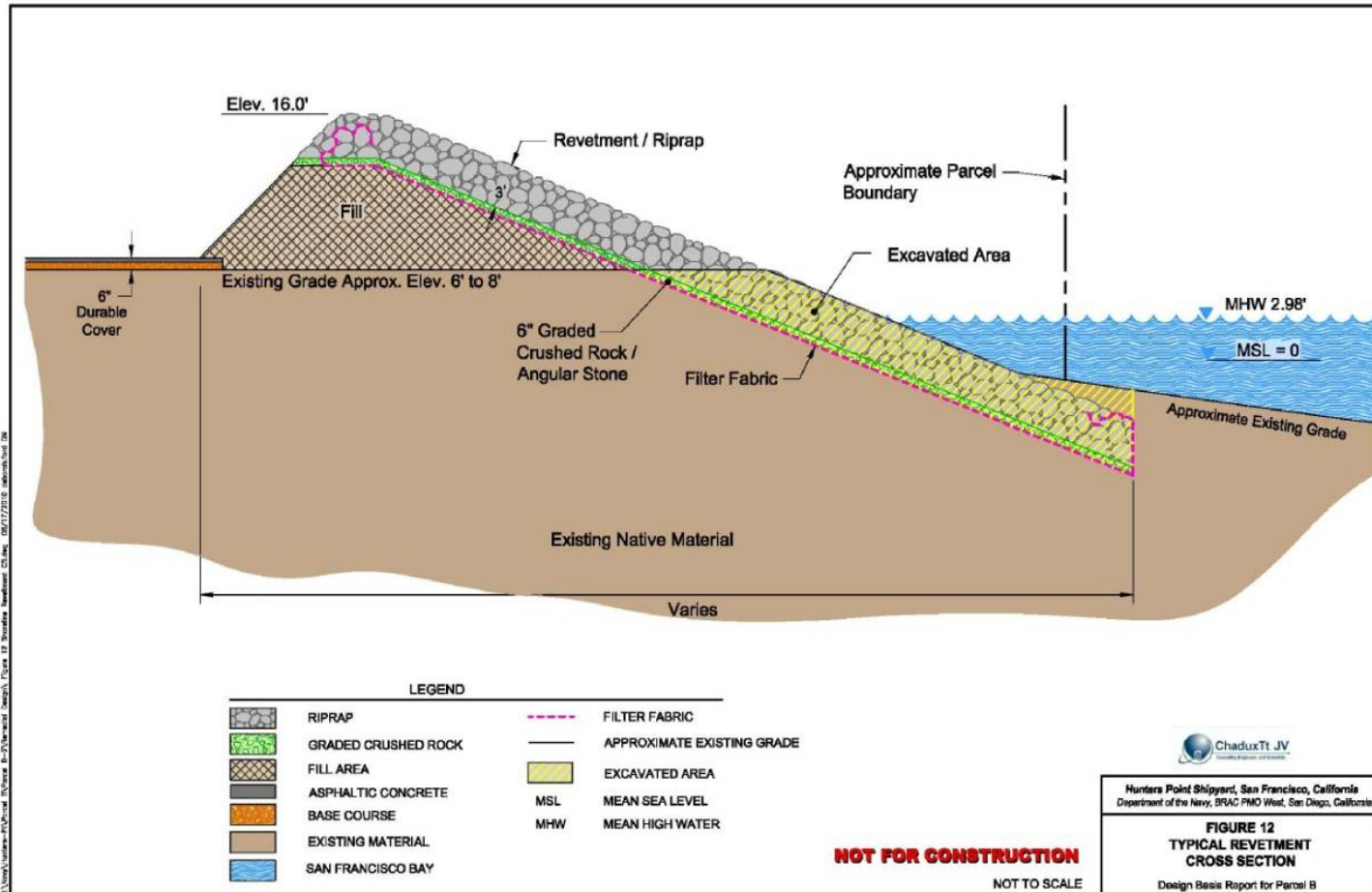
# Parcel B – Construct Revetment

- Bay front Extension of Cover Remedy
- Erosion and exposure prevention
- Includes limited sediment removal
- Revetment monitoring and maintenance
  - Annual inspection and reporting
  - Maintenance as necessary

# Parcel B – Revetment Plan View



# Parcel B – Revetment Cross-Section



DATE	10.01.2010	REVISION	10.01.2010
NO.			



HUNTERS POINT / CANDLESTICK  
INTEGRATED PROJECT  
HUNTERS POINT NAVAL SHIPYARD  
SAN FRANCISCO, CALIFORNIA

TYPICAL REVETMENT SECTION  
PARCEL B

E-3

# Parcel B - Groundwater Remedy

- VOC – Bldg. 123
  - COC's: TCE and VC
  - Polylactate injection – single event/7,500 sq. ft. area
  - To minimize/eliminate VOC ARIC
- Remediation Monitoring
  - One year VOC groundwater monitoring
  - Post-remediation soil gas sampling

# Parcel B – Groundwater Monitoring

- Post remediation monitoring for COC's
- Groundwater monitoring to support MNA
- Groundwater sampling, analysis & reporting at three sites



# Parcel G – RD Scope

- Soil Remedy

- Soil Hot spot excavation (completed)
- Soil Vapor Control Technology

- Groundwater Remedy

- Performance Monitoring

- Durable Cover

- Long-term O&M



# Parcel G – RA Components

- Task 5.1 – Hot Spot Soil Excavation (completed)
- Task 5.3 - Groundwater Remediation
- Task 5.4 - Durable Cover
- Task 5.5 - Soil Vapor Control Technology
- Task 5.7 – Groundwater Monitoring
- Task 5.8 - Monitoring Well Abandonment/Rehabilitation
- Task 5.9 - 5-Year reviews/Meetings
- Task 5.10 - TPH Program (completed)
- Task 5.12 – Implementation of Institutional Controls

# Parcel G - Soil Remedies

- Soil Vapor Mitigation Barrier
  - Component of ROD, not part of insured program
  - ARIC defined prior to transfer
  - Remedy incorporated into stadium/building foundations

# Parcel G - Groundwater Remedy

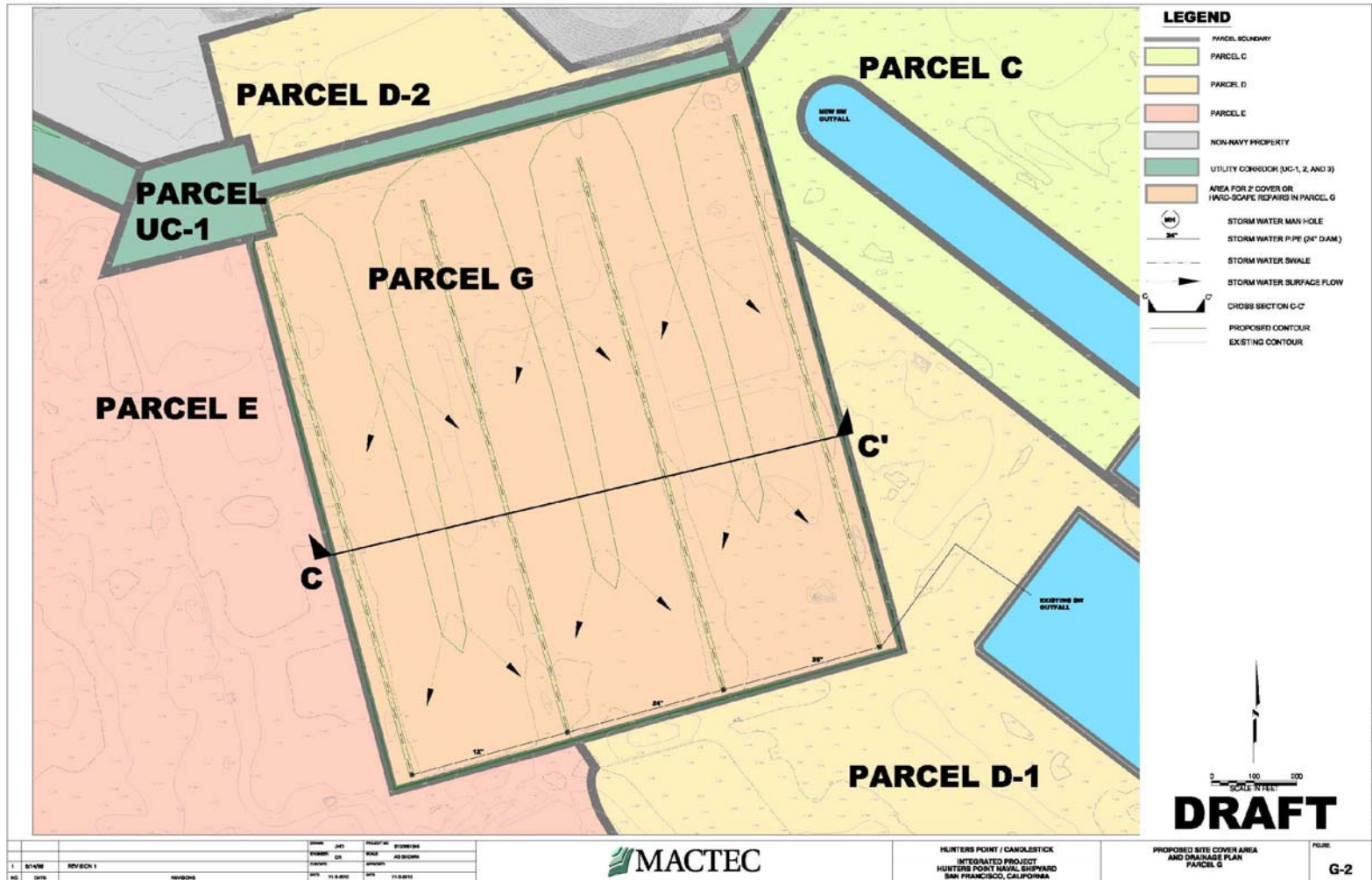
- VOCs and Cr<sup>+6</sup>
  - COCs: PCE, TCE, Chloroform, Benzene, and Cr<sup>+6</sup>
- Performance monitoring

# Parcel G - Durable Cover

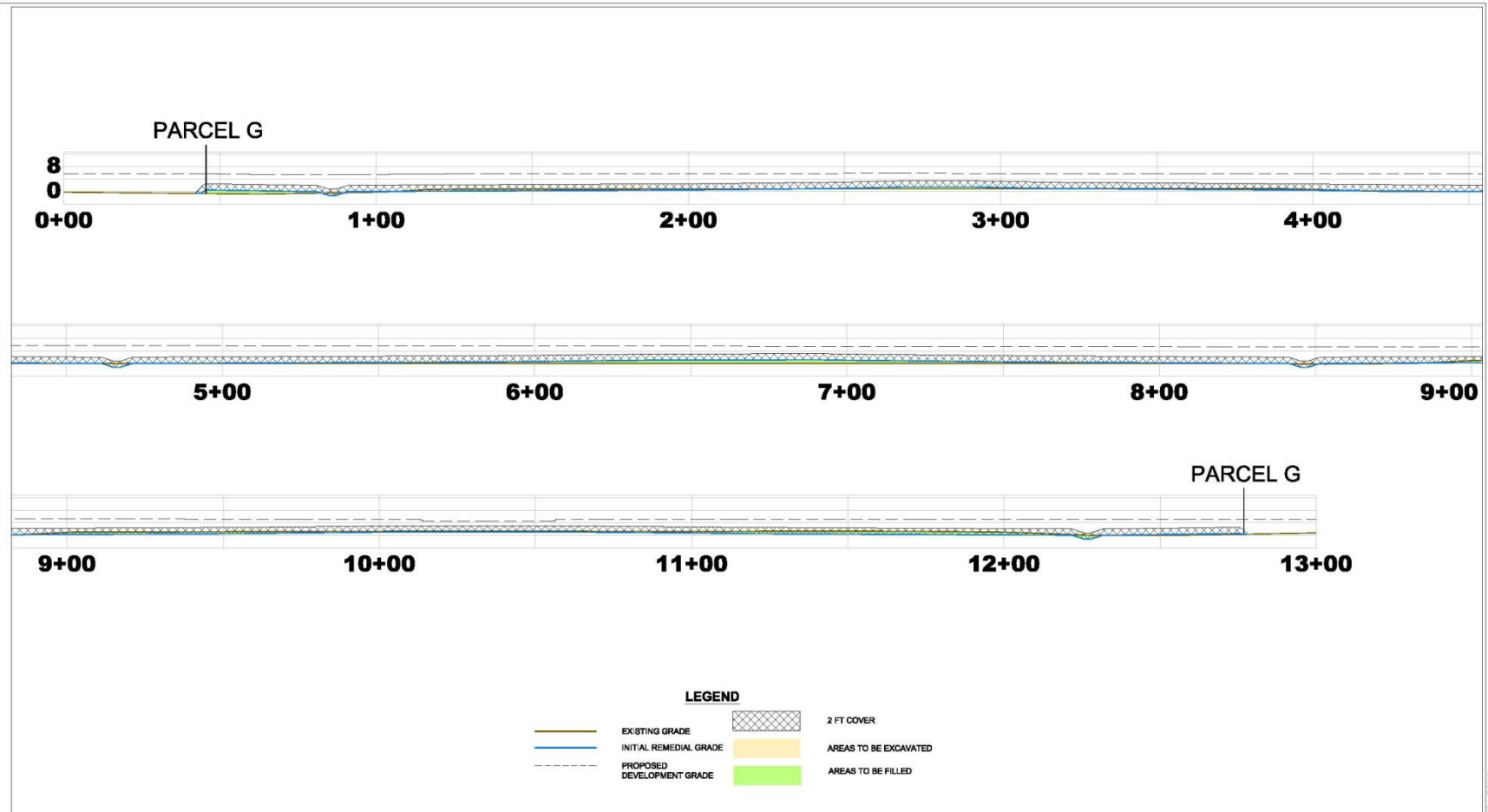
- Prevent Direct Exposure per ROD
  - 2-foot soil cover or
  - Building Foundation/Hardscape (street, sidewalks, parking lots) or
  - Building foundations
- Implementation integrated with development
  - Regrading of existing soils prior to cover placement
- AOC - Implementation within 7 years
- Durable cover monitoring and maintenance
  - Annual inspection and reporting
  - Maintenance as necessary



# Parcel G - Durable Cover Grading



# Parcel G – Cross Section C-C'



0 15 30  
SCALE IN FEET

**DRAFT**

NO.	DATE	REVISION	DATE	REVISION
1	8/14/08	REVISION 1	11/9/2010	

**MACTEC**

HUNTERS POINT / CANDLESTICK  
INTEGRATED PROJECT  
HUNTERS POINT NAVAL SHIPYARD  
SAN FRANCISCO, CALIFORNIA

PROPOSED SITE COVER AREA  
AND DRAINAGE PLAN  
PARCEL G

FIGURE  
**G-2**

# Parcel G – Groundwater Monitoring

- Post Performance Monitoring of COC's
- Groundwater sampling, analysis, & reporting
- Semi-Annual for 5 years

# Parcel B & G - Institutional Controls

- Site wide activity restrictions specified in
  - Land Use Control Remedial Design (LUC RD) – lists the restrictions
  - Covenant to Restrict Use of Property (CRUP) – allows development activities in compliance with Risk Management Plans (RMP)
- Pre- and Post-RACR RMP highlights
  - Both RMPs - during development activities comply with dust control plan, groundwater management plan, health and safety plan with plans for unexpected conditions. Annual inspection and reports
  - Pre-RACR RMP – manage area as a construction site – fences and restrict access
  - Post-RACR RMP – if two feet of clean soil is approved durable cover – remove and replace
- Soil gas management required in areas with residual soil gas
  - Indoor air mitigation for occupied buildings
  - Design approval required

# Cost Summary

- BASIS
  - 2010 Dollars
  - No inflation or discounting in presented costs
  - Re-evaluate need for 2011 dollars at binding
  - Durable Cover based on Current Development Plan
    - No escalation of unit costs over 7-yr period
  - No implementation contingency



# Cost Summary (Most Likely)

<u>Item</u>	<u>Parcel B</u>	<u>Parcel G</u>	<u>TOTAL</u>
Planning & Program Management	\$440 K	\$417 K	\$857 K
Remedial Action Work Plan (RAWP)	\$398 K	\$297 K	\$695 K
Remedial Action (RA)	\$14,146 K	\$8,741 K	\$22,887 K
LTMMR	\$1,299 K	\$605 K	\$1,904 K
Remedial Action Compl. Report (RACR)	\$458 K	\$401 K	\$859 K
Public Involvement	\$ 68 K	\$ 68 K	\$136 K
» TOTAL	\$16,809K	\$10,529K	\$27,338K

# INSURANCE PROGRAM

# Hunters Point Insurance Program

- Cost-Cap
  - Named Insured Contractor – MACTEC Development Corp.
  - Policy Term 10-year term
  - Limit 100% of estimated cleanup costs
  - Coverage Known and Unknown Conditions
    - Remedy failure
    - Regulatory required changes to remedy
    - Errors & Omissions of remedial design or contractor
  - Additional Insured SFRA and CP Development Co, LP
  - Covered locations Parcels B & G, Hunters Point San Francisco
  - Co-insurance 10%

# Hunters Point Insurance Program

- PLL

- Named Insured: San Francisco Redevelopment Agency
- Additional Named Insured's;
  - City and County and San Francisco
  - Developer, CP Development Co. LP
- Additional Insured U.S. Navy, MACTEC Development Corp.
- Policy Term 20 or as long as possible
- Limits \$25 M each incident/aggregate
- Deductible \$100,000 per/\$500,000 aggregate
- Project Use Mixed-use residential and commercial
- Waiver of Subrogation

# Hunters Point Insurance Program

- Coverage to include –
  - On-site & Off-site Cleanup costs for pre-existing and new conditions
  - Bodily Injury & Property Damage for pre-existing and new conditions
  - Bodily Injury & Property Damage for Known Conditions
  - Bodily Injury, Property Damage & Cleanup costs for non-owned locations (NODS)
  - Transportation
  - Business Interruption
  - Mold
  - NFA Cleanup of Known conditions

# Hunters Point Insurance Program

- Schedule for Insurance
  - Engineering presentations & Site visit 11/08/10
  - Initial coverage indications 11/30/10
  - Binding proposals 01/20/11
  - Binding coverage 09/16/11



# Questions

